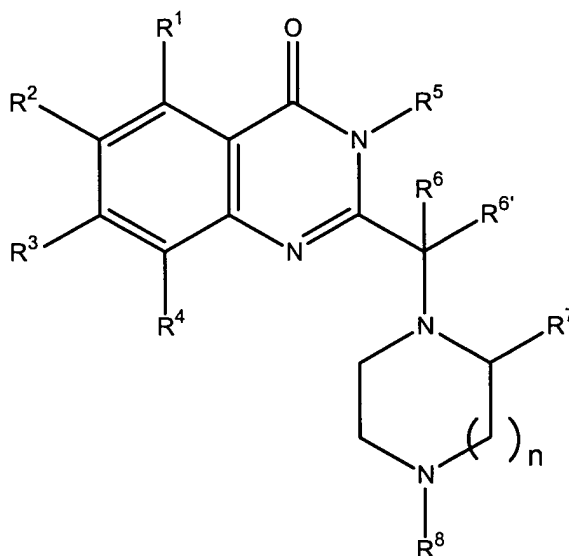


I CLAIM:

1. A compound selected from the group represented by Formula I:



Formula I

where:

R^1 , R^2 , R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyano;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R^6 and $R^{6'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or R^6 and $R^{6'}$ taken together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R^7 is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R^8 is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl; and

n is 1 or 2,

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of Claim 1 comprising one or more of the following:

R^1 , R^2 , R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R^5 is aralkyl or substituted aralkyl;

R⁶ is C₃ to C₅ lower alkyl;

R⁶ is hydrogen;

R⁷ is phenyl, lower alkyl-phenyl, lower alkoxy-phenyl, halo-phenyl, benzyl, phenylvinyl, phenoxy lower alkyl, substituted benzyl, substituted phenylvinyl, or substituted phenoxy lower alkyl

R⁸ is hydrogen or lower alkyl; and

n is one.

3. The compound of Claim 2 comprising one or more of the following:

R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R⁵ is benzyl or substituted benzyl;

R⁶ is *i*-propyl, *c*-propyl or *t*-butyl;

R⁷ is optionally substituted aryl or aralkyl; and

R⁸ is hydrogen or methyl.

4. The compound of Claim 3 comprising one or more of the following:

R¹, R², R³ and R⁴ are hydrogen, or three of R¹, R², R³ and R⁴ are hydrogen and the fourth is halo, methoxy, methyl or cyano;

R⁵ is benzyl;

R⁶ is *i*-propyl;

R⁷ is optionally substituted aryl; and

R⁸ is hydrogen.

5. The compound of Claim 4 where n is one.

6. The compound of Claim 5 where: R¹, R² and R⁴ are hydrogen and R³ is hydrogen or chloro.

7. The compound of Claim 1 where R⁷ is *p*-tolyl.

8. The compound of Claim 2 where R⁷ is *p*-tolyl.

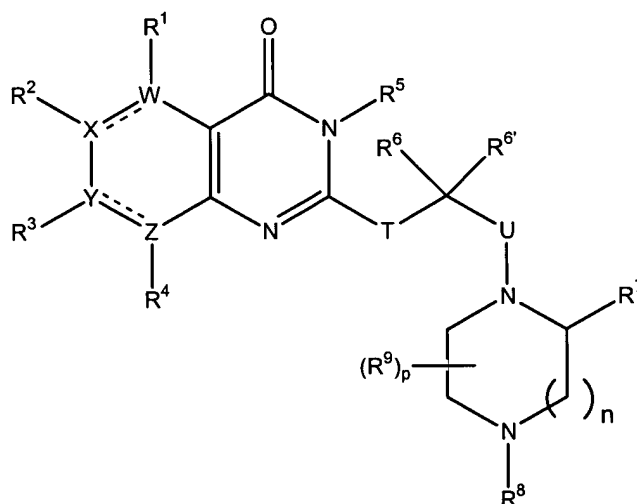
9. The compound of Claim 3 where R⁷ is *p*-tolyl.

10. The compound of Claim 4 where R⁷ is *p*-tolyl.
11. The compound of Claim 5 where R⁷ is *p*-tolyl.
12. The compound of Claim 6 where R⁷ is *p*-tolyl.
13. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-7-chloro-2-[1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-2-[1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; and
(±)-3-benzyl-2-[2-methyl-1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one.
14. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one; and
(±)-3-benzyl-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one.
15. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one; and
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one.
16. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-15.
17. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-15 to a patient suffering from a cellular proliferative disease.
18. The method of Claim 17 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

19. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

20. A kit comprising a compound of any of Claims 1-15 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

21. A compound of the group represented by Formula II:



Formula II

where:

R^1 , R^2 , R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyanol, provided that R^1 , R^2 , R^3 or R^4 is absent where W, X, Y or Z, respectively, is -N=, O, S or absent;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R^6 and $R^{6'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or R^6 and $R^{6'}$ taken together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R^7 is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R^8 is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R⁹ is independently optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;
T and U are independently a covalent bond or optionally substituted lower alkylene;
W, X, Y and Z are independently N, C, CH, O, S or absent, provided that:
no more than one of W, X, Y or Z is absent,
no more than two of W, X, Y and Z are -N=, and
W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;
n is 1 or 2; and
p is 0 to 9,
or a pharmaceutically acceptable salt or solvate thereof.

22. The compound of Claim 21 comprising one or more of the following:
R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;
R⁵ is aralkyl or substituted aralkyl;
R⁶ is C₃ to C₅ lower alkyl;
R^{6'} is hydrogen;
R⁷ is phenyl, lower alkyl-phenyl, lower alkoxy-phenyl, halo-phenyl, benzyl, phenylvinyl, phenoxy lower alkyl, substituted benzyl, substituted phenylvinyl, or substituted phenoxy lower alkyl;
R⁸ is hydrogen or lower alkyl;
one or both of T and U is a covalent bond;
W, X, Y and Z are independently -C= or -N=;
n is one; and
p is zero.

23. The compound of Claim 22 comprising one or more of the following:
R¹, R², R³ and R⁴ are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;
R⁵ is benzyl or substituted benzyl;
R⁶ is *i*-propyl, *c*-propyl or *t*-butyl;
R⁷ is optionally substituted aryl or aralkyl; and
R⁸ is hydrogen or methyl.

24. The compound of Claim 23 where both T and U are covalent bonds.

25. The compound of Claim 21 where R⁷ is *p*-tolyl.
26. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 21-25.
27. A method of treatment comprising administering an effective amount of a compound of any of Claims 21-25 to a patient suffering from a cellular proliferative disease.
28. The method of Claim 27 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
29. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 21 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
30. A kit comprising a compound of any of Claims 21-25 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.